

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF LOUISIANA**

In re

Fundamental Provisions, L.L.C.

Debtor.

**Case No. 09-11897
Chapter 11**

In re

Pollo, Inc.

Debtor.

**Case No. 09-11900
Chapter 11**

In re

Thaxco, Inc.

Debtor.

**Case No. 09-11901
Chapter 11**

**INTERIM ORDER PURSUANT TO SECTIONS 361 AND 363 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 4001: (1) AUTHORIZING
USE OF CASH COLLATERAL; (2) GRANTING ADEQUATE PROTECTION
LIENS; (3) SCHEDULING AND APPROVING THE FORM AND METHOD
OF NOTICE FOR A FINAL ORDER; AND (4) FOR RELATED RELIEF**

Considering the *Emergency Motion for Entry of an Order Pursuant to Sections 361 and 363 of the Bankruptcy Code and Bankruptcy Rule 4001 for Interim and Final Orders: (1) Authorizing Use of Cash Collateral; (2) Granting Adequate Protection; (3) Scheduling and Approving the Form and Method of Notice for a Final Order; and (4) For Related Relief* [P-7] filed by the above-captioned debtors and debtors in possession (collectively "Debtor"), the arguments of counsel, the record or the case, applicable law, and for reasons orally assigned at an expedited hearing held December 9, 2009,

IT IS ORDERED THAT:

1. The Debtor shall is authorized **on an interim basis** to use cash that may constitute Cash Collateral on the terms and conditions and in accordance with the Budget attached to this order; provided, however, that the Debtor may exceed each line item in the Budget by up to twenty percent (20%), as long as the aggregate amount of the Budget on a monthly basis is not exceeded by more than twenty percent (20%).

2. The Court grants as adequate protection claims against the Debtor's estate in favor of the Secured Creditors the amount of any post-petition diminution in the value of the Secured Creditors' interest in cash that may constitute Cash Collateral or any of their respective Prepetition Collateral from and after the Petition Date to the extent such interests are entitled to adequate protection against such diminution under the Bankruptcy Code (the "Adequate Protection Claim.") Nothing in this order shall be construed to prevent the Secured Creditors or the Debtor from seeking to modify the adequate protection granted in this Interim Order in connection with the a final order dealing with cash collateral.

3. To secure the Adequate Protection Claim, the Secured Creditors are granted replacement security interests in and liens upon (collectively, the "Adequate Protection Liens") all post-petition property of the Debtor and its estate and all proceeds and products of such property to the extent that the Secured Creditors possessed a valid and perfected prepetition security interests in and lien upon such property (collectively, the "Post-Petition Collateral"), in each case to the same extent, validity and priority as the prepetition security interests and liens of each of the Secured Creditors in and upon its prepetition collateral. The Adequate Protection Liens granted in this order shall be subject only to valid, perfected, enforceable and unavoidable liens and security interests granted by the Debtor or operation of law to any person or entity that held a lien superior in priority to the prepetition security interests and liens held by the Secured

Creditors and only to the extent such prepetition liens are not otherwise subject to avoidance or subordination. Notwithstanding the foregoing or anything in this order to the contrary, neither the Adequate Protection Liens nor the Post-Petition Collateral shall include any claims, causes of action and proceeds thereof arising under Bankruptcy Code sections 510, 544, 545, 546, 547, 548, 549, 550 and 551 (collectively, "Avoidance Actions").

4. Notwithstanding anything in this order to the contrary, all rights, claims and causes of action of any sort of the Debtor and its estates against the Secured Creditors, including, without limitation, the rights of the Debtor or its estates to challenge the validity, extent or priority of such parties' prepetition security interests in and liens upon estate property and the Post-Petition Collateral, are specifically reserved.

5. The Debtor shall preserve its books and records of original entry, including without limitation, records of sale, credits authorized (whether or not credit memoranda have been issued), purchases, accounts receivable, cash receipts, and cash disbursements, current and updated, so that all business activity is posted to them in the ordinary course of the Debtor's business.

6. Notwithstanding Bankruptcy Rule 7062, the terms and conditions of this Interim Order shall: (a) be immediately enforceable pursuant to Bankruptcy Rule 8005; and (b) not be stayed absent: (i) an application by a party in interest for such stay in conformance with Bankruptcy Rule 8005; and (ii) a hearing on notice to the Debtor.

7. The hearing to consider the entry of a final order authorizing and approving the use of Cash Collateral and providing adequate protection is scheduled for **January 8, 2010 at 9:00 a.m.** All objections to the entry of a final order authorizing the use of cash collateral and providing adequate protection shall be filed and served on debtor's counsel, counsel for all

statutorily-appointed committees, and the Office of the United States Trustee and other parties entitled to notice **no later December 31, 2009**.

Baton Rouge, Louisiana, December 11, 2009.

s/ Douglas D. Dodd
DOUGLAS D. DODD
UNITED STATES BANKRUPTCY JUDGE

In re: Fundamental Provisions, LLC et al.

Case number:

Petition date: 12/8/2009

Cash Flow Budget

| | Weekly forecast | | | | | | | | | | | | | | | | Total |
|--|--------------------|-------------------|-------------------|-------------------|--------------------|-------------------|---------------------|-------------------|-------------------|-------------------|---------------------|-------------------|-------------------|-------------------|---------------------|-------------------|---------------------|
| | 12/13/09 | 12/20/09 | 12/27/09 | 1/3/10 | 1/10/10 | 1/17/10 | 1/24/10 | 1/31/10 | 2/7/10 | 2/14/10 | 2/21/10 | 2/28/10 | 3/7/10 | 3/14/10 | 3/21/10 | 3/28/10 | |
| Receipts | | | | | | | | | | | | | | | | | |
| Sales | \$ 352,903 | \$ 494,064 | \$ 494,064 | \$ 494,064 | \$ 462,260 | \$ 462,260 | \$ 462,260 | \$ 462,260 | \$ 520,812 | \$ 520,812 | \$ 520,812 | \$ 520,812 | \$ 513,076 | \$ 513,076 | \$ 513,076 | \$ 513,076 | \$ 7,819,687 |
| Other receipts | | | | | | | | | | | | | | | | | - |
| Sales Taxes | 30,759 | 43,063 | 43,063 | 43,063 | 40,291 | 40,291 | 40,291 | 40,291 | 45,394 | 45,394 | 45,394 | 45,394 | 44,720 | 44,720 | 44,720 | 44,720 | 681,564 |
| Total receipts | 383,662 | 537,126 | 537,126 | 537,126 | 502,551 | 502,551 | 502,551 | 502,551 | 566,206 | 566,206 | 566,206 | 566,206 | 557,796 | 557,796 | 557,796 | 557,796 | 8,501,251 |
| Cash Expenditures | | | | | | | | | | | | | | | | | |
| Food & Paper | | | | | | | | | | | | | | | | | |
| Tyson | 64,000 | 72,496 | 72,496 | 72,496 | 67,830 | 67,830 | 67,830 | 67,830 | 76,421 | 76,421 | 76,421 | 76,421 | 75,286 | 75,286 | 75,286 | 75,286 | 1,159,637 |
| Conco | 66,529 | 66,529 | 66,529 | 66,529 | 62,247 | 62,247 | 62,247 | 62,247 | 70,131 | 70,131 | 70,131 | 70,131 | 69,089 | 69,089 | 69,089 | 69,089 | 1,071,983 |
| Kelly's | 32,841 | 32,841 | 32,841 | 32,841 | 30,727 | 30,727 | 30,727 | 30,727 | 34,619 | 34,619 | 34,619 | 34,619 | 34,105 | 34,105 | 34,105 | 34,105 | 529,169 |
| All Other | 268 | 375 | 375 | 375 | 351 | 351 | 351 | 351 | 395 | 395 | 395 | 395 | 389 | 389 | 389 | 389 | 5,930 |
| Total Food & Paper | 163,638 | 172,241 | 172,241 | 172,241 | 161,154 | 161,154 | 161,154 | 161,154 | 181,566 | 181,566 | 181,566 | 181,566 | 178,869 | 178,869 | 178,869 | 178,869 | 2,766,719 |
| Workforce | | | | | | | | | | | | | | | | | |
| Payroll | 160,217 | 170,957 | 170,957 | 170,957 | 159,953 | 159,953 | 159,953 | 159,953 | 180,213 | 180,213 | 180,213 | 180,213 | 177,536 | 177,536 | 177,536 | 177,536 | 2,743,893 |
| Benefits/Ins | 20,884 | 5,664 | 5,664 | 5,664 | 5,300 | 5,300 | 5,300 | 5,300 | 5,971 | 5,971 | 5,971 | 5,971 | 5,882 | 5,882 | 5,882 | 5,882 | 106,491 |
| Total Workforce | 181,101 | 176,622 | 176,622 | 176,622 | 165,252 | 165,252 | 165,252 | 165,252 | 186,184 | 186,184 | 186,184 | 186,184 | 183,418 | 183,418 | 183,418 | 183,418 | 2,850,383 |
| Store controllable | | | | | | | | | | | | | | | | | |
| Utilities | - | - | - | - | 60,000 | 60,000 | 60,000 | 60,000 | 29,980 | 29,980 | 29,980 | 29,980 | 29,535 | 29,535 | 29,535 | 29,535 | 478,060 |
| Supplies | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Repair & Maintenance | - | 13,220 | 13,220 | 13,220 | 12,369 | 12,369 | 12,369 | 12,369 | 13,936 | 13,936 | 13,936 | 13,936 | 13,729 | 13,729 | 13,729 | 13,729 | 199,794 |
| Other | - | 9,127 | 9,127 | 9,127 | 8,539 | 8,539 | 8,539 | 8,539 | 9,621 | 9,621 | 9,621 | 9,621 | 9,478 | 9,478 | 9,478 | 9,478 | 137,932 |
| Total Store controllable | - | 22,347 | 22,347 | 22,347 | 80,908 | 80,908 | 80,908 | 80,908 | 53,537 | 53,537 | 53,537 | 53,537 | 52,742 | 52,742 | 52,742 | 52,742 | 815,786 |
| Property and Debt | | | | | | | | | | | | | | | | | |
| Secured Mortgage Debt (Principal & Interest) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Real Property Leases | - | - | - | - | 36,896 | 3,912 | 3,912 | 3,912 | 36,896 | 3,912 | 3,912 | 3,912 | 36,896 | 3,912 | 3,912 | 3,912 | 145,899 |
| Property Insurance & Taxes | 2,562 | 8,965 | 8,965 | 8,965 | 8,388 | 8,388 | 8,388 | 8,388 | 9,451 | 9,451 | 9,451 | 9,451 | 9,310 | 9,310 | 9,310 | 9,310 | 138,054 |
| Thaxco/Corte | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Total Property & Debt | 2,562 | 8,965 | 8,965 | 8,965 | 45,284 | 12,301 | 12,301 | 12,301 | 46,346 | 13,363 | 13,363 | 13,363 | 46,206 | 13,223 | 13,223 | 13,223 | 283,953 |
| Professional fees | | | | | | | | | | | | | | | | | |
| Heller Draper | - | - | - | - | - | - | 50,000 | - | - | - | 60,000 | - | - | - | 60,000 | - | 170,000 |
| MorrisAnderson | 17,000 | 16,000 | 12,000 | 12,000 | 14,000 | 14,000 | 14,000 | 14,000 | 14,000 | 14,000 | 14,000 | 14,000 | 14,000 | 14,000 | 14,000 | 14,000 | 225,000 |
| Other | - | - | - | 15,000 | - | - | - | - | 15,000 | - | - | - | 15,000 | - | - | - | 45,000 |
| Total Professional fees | 17,000 | 16,000 | 12,000 | 27,000 | 14,000 | 14,000 | 64,000 | 14,000 | 29,000 | 14,000 | 74,000 | 14,000 | 29,000 | 14,000 | 74,000 | 14,000 | 440,000 |
| Other expenses | | | | | | | | | | | | | | | | | |
| Sales Tax Payments | - | - | - | - | - | - | 146,250 | - | - | - | 181,162 | - | - | - | 181,576 | - | 508,989 |
| Royalties/Advertising (Franchisor fees) | 38,990 | 41,007 | 41,007 | 41,007 | 38,368 | 38,368 | 38,368 | 38,368 | 43,227 | 43,227 | 43,227 | 43,227 | 42,585 | 42,585 | 42,585 | 42,585 | 658,733 |
| Prepetition 2008 FICA | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Prepetition Sales Tax | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Prepetition Other | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Other expenses | 5,595 | 19,584 | 19,584 | 19,584 | 18,323 | 18,323 | 18,323 | 18,323 | 20,644 | 20,644 | 20,644 | 20,644 | 20,338 | 20,338 | 20,338 | 20,338 | 301,568 |
| Total Other expenses | 44,586 | 60,591 | 60,591 | 60,591 | 56,691 | 56,691 | 202,941 | 56,691 | 63,872 | 63,872 | 245,034 | 63,872 | 62,923 | 62,923 | 244,499 | 62,923 | 1,469,290 |
| Total Cash expenditures | \$ 408,886 | \$ 456,766 | \$ 452,766 | \$ 467,766 | \$ 523,289 | \$ 490,306 | \$ 686,556 | \$ 490,306 | \$ 560,505 | \$ 512,521 | \$ 753,684 | \$ 512,521 | \$ 553,158 | \$ 505,175 | \$ 746,751 | \$ 505,175 | \$ 8,626,131 |
| Net Cashflow | \$ (25,224) | \$ 80,360 | \$ 84,360 | \$ 69,360 | \$ (20,738) | \$ 12,245 | \$ (184,005) | \$ 12,245 | \$ 5,701 | \$ 53,684 | \$ (187,478) | \$ 53,684 | \$ 4,638 | \$ 52,621 | \$ (188,955) | \$ 52,621 | \$ (124,880) |
| Bank Balance | \$ 127,165 | \$ 207,525 | \$ 291,885 | \$ 361,245 | \$ 340,507 | \$ 352,752 | \$ 168,747 | \$ 180,992 | \$ 186,693 | \$ 240,377 | \$ 52,899 | \$ 106,584 | \$ 111,222 | \$ 163,843 | \$ (25,112) | \$ 27,509 | \$ 27,509 |